

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF TEXAS

THE HONORABLE ANDREW S. HANEN, JUDGE PRESIDING

SECURITIES AND EXCHANGE) Cause No. 4:22-cv-03359
COMMISSION,)
)
Plaintiff,)
)
vs.)
)
MAURICIO CHAVEZ, et)
al.,)
)
Defendants.

INJUNCTION HEARING

OFFICIAL COURT REPORTER'S TRANSCRIPT

Houston, Texas

September 29, 2022

APPEARANCES:

On behalf of the Plaintiff:
Matthew Gulde, Esq.

On behalf of the Defendants:
Dan Cogdell, Esq.
John Sklar, Esq.

Reported By: Nichole Forrest, CSR, RDR, CRR, CRC
Certified Realtime Reporter
United States District Court
Southern District of Texas

Proceedings recorded by mechanical stenography.
Transcript produced by Reporter on computer.

PROCEEDINGS

(The following proceedings held in open court.)

* * *

THE COURT: Thank y'all. Y'all be seated.
We're here in 22-mc-1572, SEC versus Mauricio Chavez
et al.

Who do I have for the government?

MR. GULDE: Matt Gulde for the SEC, Your
Honor.

THE COURT: And who is here for which
defendant and are you here for a defendant?

MR. SKLAR: I'm John Sklar. I'm here on
behalf of Mr. Chavez and on behalf of CryptoFX, LLC.
And...

MR. COGDELL: Dan Cogdell. I'm present in
the courtroom with Mr. Benvenuto, who is here. I
don't wish to make an appearance in this matter yet
for the simple reason -- two reasons. Number one, I'm
not really an SEC lawyer. I'm a criminal defense
lawyer.

When the Court entered its asset freeze as
of last week, we put the pen down in terms of billing.
In terms of billing, we do have money. Our firm has
money in escrow on behalf Mr. Benvenuto. They've been

1 paid.

2 I would like to address the Court on some
3 issues, if that's possible without filing or entering
4 a notice of appearance. I just didn't want to send
5 him in here alone, I guess is my...

6 THE COURT: I understand. Why don't we
7 start, Mr. Gulde, with you.

8 I'm sorry --

9 MR. ROHATGI: Poorav Rohatgi with Gerger
10 Hennessy & Martin, similar situation as Mr. Cogdell.
11 David Gerger was former counsel representing
12 Mr. Chavez's criminal interests.

13 And I'm here on behalf of our firm and
14 also would not like to make appear appearance in case
15 certain issues come up I'm here to answer those.

16 THE COURT: You're here but you're
17 invisible. All right. I guess, Mr. Gulde, I'll let
18 you lead off.

19 Have you seen the pleadings in this case?

20 ATTORNEYS IN UNISON: Yes, sir.

21 THE COURT: I just wanted to make sure.

22 For everybody's benefit, I did enter a
23 TRO, as you know, and I did freeze the assets. And I
24 understand the pain and concern that people have over
25 that. And that is one of the reasons I scheduled the

1 hearing, didn't put it off until next week. I was
2 trying to get it before the weekend, on the one hand.

3 On the other hand, I did not appoint a
4 receiver, which is something the government asked me
5 to do, because I didn't think -- I'm not sure that
6 that's a bad idea. But I didn't think I should do
7 that without hearing from the defendants either,
8 because that's a pretty drastic step.

9 MR. COGDELL: Yes, sir.

10 THE COURT: So that is where we are at,
11 least just so you know my mindset going into this, but
12 I'm willing to hear from everybody.

13 So with that being said, Mr. Gulde, why
14 don't you lead off. I've obviously read what you
15 filed.

16 MR. GULDE: You want me here or up there?

17 THE COURT: As long as you stay near the
18 microphone, you're fine.

19 MR. GULDE: I'll try here.

20 So after you entered your TRO last week,
21 eight days ago, you know, we, as ordered, let all the
22 defense counsel know -- we sent them everything, and
23 we noticed the depositions of Mr. Benvenuto and
24 Mr. Chavez.

25 We were informed that both of them would

1 assert their Fifth Amendment privilege. And so those
2 depositions didn't take place.

3 The TRO on asset freeze papers ordered
4 sworn accounting. And in preliminary discussions with
5 defense counsel, when they're talking about potential
6 carve-outs to get people paid, I took the position
7 that, you know, to even have an opinion on that from
8 the SEC's point of view, I think we would need to
9 start seeing some numbers on assets and what is even
10 out there.

11 It sounded like that might be forthcoming.
12 It ended up not coming, and they've never provided any
13 sort of accounting, sworn or otherwise, or any sort of
14 listing of assets.

15 As part of their papers to ask for more
16 time, they said they were going to depose the SEC's
17 accountant, Carol Hahn. We discussed that with them
18 initially. I was offered a date that could happen,
19 that we thought that could happen prehearing. They
20 rejected it out of hand and haven't gotten back to us
21 since. Haven't sent us a depo notice.

22 And now, you know, with the lack of any
23 sort of insight into what's happening in this company,
24 and now with sort of a musical chairs as to attorneys,
25 and I get that there are logistics that give rise to

1 this. I'm not -- I don't make light of that in any
2 way.

3 But it is a factor here, and the fact
4 remains that there aren't -- it doesn't necessarily
5 appear that there is somebody, you know, monitoring
6 whether or not the document preservation order is
7 being fulfilled, whether or not the asset freeze are
8 being fulfilled. Whether activities at their offices
9 on Blalock have ceased in terms of money coming in and
10 money coming out.

11 And so everything that has happened here,
12 Your Honor, points to the necessity for a receivership
13 and the urgency of getting that, you know, signed and
14 filed today.

15 THE COURT: All right. Who wants to weigh
16 in on this side of the room?

17 MR. SKLAR: If I may?

18 Your Honor, essentially, I've been
19 involved since Saturday night in this case. Now, I
20 had a prior involvement in this case five, six months
21 ago in providing -- assisting and providing documents
22 pursuant to subpoena to the SEC.

23 And then Mr. Burford (phonetic) took over
24 the case. I didn't have any further involvement. I
25 was informed he was no longer involved in this case.

1 I think in his moving papers with you, he said it's
2 for the limited purpose of getting an extension, the
3 temporary injunction hearing, and that he was no
4 longer going to be representing the defendants in this
5 case.

6 I was asked to step in. I stepped in.
7 I'm here making an appearance today in this case.

8 As to what transpired between the SEC and
9 Mr. Burford, I have no knowledge. I can't comment on
10 that. All I know is that -- well, I'll leave it at
11 that. Because I wasn't involved.

12 So what -- getting to the issue that I
13 discussed with counsel for the SEC prior to this
14 hearing starting today about agreeing to extending the
15 temporary restraining order into a preliminary
16 injunction, we have discussion as to that, and we had
17 a discussion about the extent of the receivership.

18 And our concern -- and I voiced this on
19 behalf of the other counsel that is here. They have
20 preexisting relationships with the defendants. They
21 have issues having to do with carve-outs for
22 attorneys' fees. And I'll let them address that.

23 My only point in this is, with regard to
24 receiver, I understand what the SEC is asking for, and
25 I've asked, and I believe I have an agreement with

1 other counsel here, having to do with -- having --
2 discussions having to do with carve-outs for living
3 expenses and attorneys' fees.

4 THE COURT: Living expenses and?

5 MR. SKLAR: Living expenses and attorneys'
6 fees; in order for this matter to move forward.

7 So I think I'll leave it at that. And we
8 only had limited time because I've only been involved
9 for a limited period of time to have discussion with
10 the SEC, but that is my position, Your Honor.

11 THE COURT: Okay.

12 Mr. Cogdell?

13 MR. COGDELL: Thank you, Your Honor.

14 So to be clear, Your Honor, they're are
15 four different entities involved; the two individuals
16 and the two corporations.

17 So with respect to the Court's question
18 about a receiver, I cannot come up with a good
19 argument why the entities should not be placed --
20 should not have a receiver. I can't.

21 On behalf of Mr. Benvenuto individually,
22 I'm not sure that a receiver needs to be appointed for
23 him, but I understand the argument.

24 With respect to living expenses and the
25 carve-out for attorneys' fees, in full candor with the

1 Court, and the SEC is aware of this, they've seen the
2 checks, my firm received \$200,000 six weeks ago,
3 something like that. We still have the bulk of that
4 in trust; probably, \$175 or so.

5 I would like for the Court to allow a
6 limited carve-out going forward until at least we
7 figure out how long this case is going to last. There
8 are criminal implications to it obviously. The SEC
9 has not told us, nor do they have to, if there is an
10 active criminal investigation. I suspect given the
11 allegations either there is or there will be. And I
12 don't wish my client to be unrepresented to that
13 extent.

14 So I'm happy to discuss a carve-out for
15 living expenses on behalf of Mr. Benvenuto. I'm happy
16 to discuss those in detail with the SEC. There is
17 another -- there is an account -- they froze all his
18 accounts unsurprisingly. One of those accounts has a
19 approximately -- like \$190,000 worth of funds that are
20 unrelated to these transactions. They were
21 preexisting funds that he had before he began his
22 association -- before Mr. Benvenuto began his
23 association with Mr. Chavez. I'm happy to share those
24 with the SEC at the appropriate time. They need to
25 see the records. I get that.

1 I just wanted the Court to be aware that
2 at some point a lawyer is going to be asking the SEC
3 and/or this Court to unfreeze those assets because
4 they are unrelated to these transactions.

5 MR. ROHATGI: Your Honor --

6 THE COURT: If you're injured, as long as
7 you pull that mic phone down, I'll let you sit.

8 MR. ROHATGI: Appreciate it. I think I
9 can manage. But similar to Mr. Cogdell's situation,
10 I'm not sure exactly on the timing, but we have a
11 prior deposit in our firm's account on behalf of
12 Mr. Chavez. As soon as we learned the asset freeze,
13 we have not touched anything in that deposit. But we
14 do have prior earned work that has not been paid.
15 That's the only thing I would like to add.

16 THE COURT: Okay. All right. Let me ask
17 everybody: Is there a general agreement going forward
18 on the keeping the temporary restraining order in
19 place or converting it to a temporary injunction?

20 MR. GULDE: The SEC would like that to
21 happen.

22 MR. SKLAR: Not opposed to the
23 conditions --

24 THE COURT REPORTER: Counsel, could you
25 please get at a mic.

1 MR. SKLAR: On behalf of Mr. Chavez and
2 behalf of CryptoFX, not opposed to extending the TRO
3 or converting it into a preliminary injunction, Your
4 Honor.

5 MR. COGDELL: Likewise, I would like to
6 see carve-outs for living expenses and the like. But
7 I'm not opposed to continuing it or converting it.

8 MR. ROHATGI: No opposition. Mr. Sklar is
9 representing Mr. Chavez's interests.

10 THE COURT: Okay. All right.

11 Well, here's what I'm thinking, and I'm
12 not saying this as a ruling. I'm saying it as this
13 what I anticipate my ruling being. I'm soliciting
14 your comments.

15 I will convert the TRO into an injunction.
16 I would appoint a receiver, but that I will allow
17 carve-outs for the living expenses and attorneys'
18 fees.

19 As we move forward, either side -- by that
20 I mean, any of the defendants or the SEC. If that
21 order appears to be problematic, you know, you'll
22 obviously have leave from me to come back in and we'll
23 revisit it if it's not working.

24 I would imagine -- and I don't want to put
25 words in Mr. Gulde's mouth, but I would imagine

1 they're going to want to do something quickly to --
2 and I'm saying this from his viewpoint, not from the
3 Court's viewpoint.

4 But if you -- I'm sure he believes
5 everything that is in his Complaint or his emergency
6 motion. And that being the case, he's going to want
7 to move to solidify as many assets as he could
8 probably get as soon as he could get them.

9 And I understand from your standpoint,
10 you've got two different affidavits you've got to
11 worry about; from the civil side, the money side, and
12 from the possible criminal stuff. So I think I
13 appreciate both sides in this and what needs to be
14 done.

15 Mr. Gulde, from your standpoint, at least
16 from what can be accomplished today, what do you
17 anticipate or what do you need?

18 MR. GULDE: Yes, Your Honor. Just a
19 slight clarification on the words you put in my mouth,
20 which I agree all of them; except I want to clarify
21 that receivership, from our point of view -- it's the
22 Court's estate. It's not the SEC's estate.

23 So we would like to get this under the
24 Court's control. We would like to get as many assets
25 as possible to make investors whole under the Court's

1 control through the Court-appointed receiver. As you
2 know, we've put John Lewis and his application in
3 front of the Court on that.

4 So the only other thing -- we're not
5 opposed to the idea of reasonable carve-outs for both
6 living expenses and attorneys' fees. People need both
7 in this situation these guys find themselves in.

8 Our concern is the amount and that it
9 makes sense. And we have no way to analyze that
10 metric in this moment. So my only ask on that aspect
11 of this is that, you know, the number be tied to
12 something -- something reasonable and be subject to,
13 you know, looking at the defendants' individual living
14 expense burn rate and making sure that the numbers
15 make sense for that and that the attorneys' fees
16 aren't something that is insane.

17 But subject to that, if a receivership
18 order can be entered along the lines that we have
19 proposed to the Court, you know, with the idea that
20 carve-outs will be visited and that we're not opposed
21 to the idea in principle, then I'd be happy to see
22 that receivership order entered.

23 THE COURT: My inclination -- I
24 understand, you know, you don't consider one of the
25 defendants going out tomorrow and buying a Rolls Royce

1 to be a reasonable expenditure that the receiver ought
2 to make an allowance for, on the one hand.

3 On the other hand, I don't know that, as
4 the Court, I have enough information or it's necessary
5 that I can anticipate, you know, all the situations
6 that the defendants may have going at the moment.

7 So my inclination would be to give some
8 discretion to the receiver. And if there is a problem
9 either from the receiver's standpoint, viewpoint, or
10 from the defendants as to what constitutes reasonable,
11 that they will come and visit with me, and I'll make
12 that decision. That's my inclination. But I
13 understand what you're saying.

14 MR. GULDE: As stated, I have no problem
15 with that scenario.

16 THE COURT: All right. From the defense
17 standpoint, is there a problem?

18 MR. SKLAR: No problem.

19 MR. COGDELL: No, sir. Just a question.
20 I drew a distinction between the entities and the
21 individuals in terms of a receiver being appointed.

22 When the Court said it was going to
23 appoint a receiver, was that for the entities, for the
24 individuals, or for both?

25 THE COURT: Well, I'll probably do it

1 initially for both, just because I don't know enough
2 to make that distinction. But I will be open, once
3 the receiver has looked at everything, to the
4 defendants coming back and saying, okay, now that
5 everybody knows what accounts exist and where all
6 these accounts are, you know, we would like it -- the
7 order to be revised to exclude the individuals.

8 MR. COGDELL: That's fair, Your Honor. My
9 only obvious point -- that what I do best, is make
10 obvious points -- is there is a distinction between
11 the Fifth Amendment rights that a defendant has or an
12 individual has versus the entity.

13 And I just want to make sure that
14 Mr. Lewis -- I don't know him, but I'm sure seen this
15 rodeo before. The receiver can't waive my client's
16 Fifth Amendment issue.

17 THE COURT: I agree with that obviously.

18 MR. COGDELL: Other than that, I have no
19 issue with the Court's proposed ruling.

20 MR. ROHATGI: Your Honor, if I may?
21 Additional points, in addition to Fifth Amendment
22 point, the receivership is going to be placed on the
23 individuals.

24 For Mr. Chavez, as former criminal
25 counsel, there are some issues regarding individual

1 privilege. We just want to make that point
2 regarding --

3 THE COURT: The receiver can't waive the
4 privilege either.

5 MR. ROHATGI: Thank you, Your Honor.

6 THE COURT: I think he would know that
7 instinctively, but if he didn't, I'm saying it now.

8 The other issue -- and I guess, besides
9 living allowances, attorneys' fees obviously to the
10 extent that CBT Group is involved in this, I mean,
11 it's my understanding they hold real estate --

12 MR. COGDELL: They do.

13 THE COURT: -- and I would expect the
14 realtor -- I mean, the receiver to, you know, make the
15 necessary payments or whatever is involved in
16 preserving that property.

17 MR. COGDELL: Yes, sir.

18 THE COURT: So I thought I would throw
19 that out there, just so we're all on the same
20 wavelength. If and when the SEC proves its case, you
21 know, that property may be a source to make
22 restitution to the investors that lost money.

23 All right. Is there anything else we can
24 do today then?

25 MR. COGDELL: I don't think so, Your

1 Honor. Unless -- and forgive me, but I don't traffic
2 on these matters often.

3 Do we ask the Court today for reasonable
4 carve-outs on attorneys' fees and living expenses?

5 THE COURT: I'm going to put it in my
6 order. And so it will be in the order, and then I
7 think Mr. Cogdell, you and your cohorts on this side
8 of the room will have to meet with the receiver and
9 say, here is what we got. Here is what we need, until
10 all of this is resolved.

11 MR. COGDELL: Yes, sir thank you.

12 MR. GULDE: Your Honor, the only thing I
13 can think of is that, you know, typically when SEC
14 walks in in these receivership matters, we're
15 surprising whosoever offices we're walking in on. And
16 that creates certain issues in terms of security and
17 communication.

18 We don't have that situation here. We
19 have both defendants here. S if we could take a
20 moment just to make sure they understand that, you
21 know, once your order enters as to receivership, I
22 guess, I would like to know more exactly when that
23 would be. That, John Lewis, if you should choose
24 appoint him, stands in the shoes of management and
25 owner of CryptoFX and CBT Group, as well as the

1 caretaker of their personal assets.

2 THE COURT: Gentlemen, that is what I
3 anticipate his role to be, especially initially.

4 Now, as I said, once we get further down
5 the road and everybody knows what is going on, and
6 the -- if that proves to be a problem, then revisit
7 it.

8 And Mr. Gulde, I probably will try to get
9 that order out this afternoon. You were saying when.
10 It will be this afternoon I would hope.

11 MR. GULDE: We've got to get back to Fort
12 Worth, the Fort Worth contingent of us have to. And
13 so we're trying to figure that out.

14 I guess I'll say this for the benefit of
15 everybody here that we would expect Mr. Lewis upon,
16 really now if we're coming to an agreement as to what
17 is going to happen, we expect cooperation from the
18 individual defendants and Mr. Lewis to determine
19 exactly, you know, when is the key getting handed
20 over? I'm showing up right now. And, you know, can
21 you confirm that you are not going to call folks at
22 Blalock and tell them we're coming in any way and tell
23 them to empty things out or any of that stuff? Basic
24 sort of preparatory things to make sure that Mr. Lewis
25 is walking into a tenable situation in the defendants'

1 office.

2 MR. SKLAR: Your Honor, I speak on behalf
3 of Mr. Chavez --

4 THE COURT REPORTER: Counsel, could you
5 please speak at the mic.

6 THE COURT: He whispers on behalf of
7 Mr. Chavez.

8 MR. SKLAR: On behalf of Mr. Chavez and on
9 CryptoFX, it's my intent that we make Mr. Lewis's job
10 as safe and as easy as possible.

11 THE COURT: Okay. Good. Well, I
12 appreciate that.

13 MR. COGDELL: Likewise, the only thing I
14 would say that Mr. Gulde -- he suggested we couldn't
15 call anyone there. I think we should. I don't want
16 to them showing up without any sort of knowledge.

17 So we can talk about that. I get it.
18 Nothing needs to be destroyed, moved, eviscerated,
19 whatever, but I don't think he just wants to show up
20 there without any sort --

21 THE COURT: I would think it might be
22 helpful. To the extent that the defendants' feel
23 comfortable doing this is -- actually maybe take him
24 around there -- and I don't know how many folks work
25 there -- introduce him to them. Here is where this is

1 and here is where this is.

2 MR. COGDELL: We'll sort that ut.

3 THE COURT: The men's room down the hall
4 to the right and things like that.

5 MR. COGDELL: Yes, sir. Thank you.

6 THE COURT: All right.

7 Is this Mr. Lewis?

8 THE COURT: I don't mean to talk about
9 you -- I would say behind your back. But you're
10 here -- it's not behind your back. It's in front of
11 you, but I anticipate appointing you today.

12 And to the extent that you need any
13 general direction, I think I've just given it orally,
14 so you kind of know where the Court is looking at and
15 how I would hope that this run smoothly from both
16 sides. I think, you know, obviously if things from a
17 legal standpoint deteriorate, obviously you have one
18 side of the lawsuit and other side of the lawsuit. If
19 they're criminal charges, you're going to have that.

20 But, you know, from a mechanical
21 standpoint, as far as the receiver is concerned, I
22 think what Mr. Gulde said is technically correct.
23 He's not on either team. He's on my team. I
24 appreciate your willingness to serve in this, and I
25 would hope quite frankly that you get along with both

1 sides, to the extent it's possible.

2 And obviously, you were here and heard the
3 caveats that you don't -- I'm not giving you the power
4 to waive any kind of privilege on behalf of
5 defendants, the individual defendants, and I'm not
6 giving you any power to invade their Fifth Amendment
7 rights. So you've heard that and you understand that.

8 All right. Thank y'all.

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10 (Proceedings concluded.)

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C E R T I F I C A T E

I hereby certify that pursuant to Title 28, Section 753 United States Code, the foregoing is a true and correct transcript of the stenographically reported proceedings in the above matter.

Certified on October 31, 2022.

/s/ Nichole Forrest
Nichole Forrest, RDR, CRR, CRC

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